

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On March 21, 2007, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification (iii) upon the parties listed on Exhibit C hereto via facsimile and (iv) upon the parties listed on Exhibit D hereto via postage pre-paid U.S. mail:

- 1) Proposed Sixteenth Omnibus Hearing Agenda (Docket No. 7365) [a copy of which is attached hereto as Exhibit E]
- 2) Debtors' Statement of Disputed Issues With Respect to Proof of Claim Number 14012 (HB Performance Systems LLC) ("Statement of Disputed Issues - HB Performance Systems") (Docket No. 7379) [a copy of which is attached hereto as Exhibit F]

On March 21, 2007, I caused to be served the document listed below (i) upon the parties listed on Exhibit G hereto via overnight delivery and (ii) upon the parties listed on Exhibit H hereto via facsimile

- 3) Proposed Sixteenth Omnibus Hearing Agenda (Docket No. 7365) [a copy of which is attached hereto as Exhibit E]

On March 21, 2007, I caused to be served the document listed below upon the parties listed on Exhibit I hereto via overnight delivery:

- 4) Debtors' Reply to Objection to Landlord, Milwaukee Investment Company, to Lease Transaction Motion and (II) Summary of Resolution Thereof and Accompanying Modifications to Form of Order and Relief Requested (Docket No. 7371) [a copy of which is attached hereto as Exhibit J]

On March 21, 2007, I caused to be served the document listed below upon the party listed on Exhibit K hereto via overnight delivery:

- 5) Debtors' Statement of Disputed Issues With Respect to Proof of Claim Number 14012 (HB Performance Systems LLC) ("Statement of Disputed Issues - HB Performance Systems") (Docket No. 7379) [a copy of which is attached hereto as Exhibit F]

Dated: March 29, 2007

/s/ Evan Gershbein  
Evan Gershbein

Subscribed and sworn to (or affirmed) before me on this 29th day of March, 2007, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Sarah Frankel

Commission Expires: 12/23/08

# **EXHIBIT A**

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Tyco Electronics Corporation	MaryAnn Brereton, Assistant General Counsel	60 Columbia Road		Morristown	NJ	7960	973-656-8365	973-656-8805 212-668-2255 does not take service via fax		Creditor Committee Member
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500			Counsel to United States Trustee
Warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	301 Commerce Street	Fort Worth	TX	76102	817-810-5250	817-810-5255	<a href="mailto:mwarner@warnerstevens.com">mwarner@warnerstevens.com</a>	Proposed Conflicts Counsel to the Official Committee of Unsecured Creditors
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## **EXHIBIT B**

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# **EXHIBIT E**

Hearing Date: March 22, 2007  
Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
: :  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: :  
Debtors. : (Jointly Administered)  
: :  
: :  
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PROPOSED SIXTEENTH OMNIBUS HEARING AGENDA

Location Of Hearing: United States Bankruptcy Court for the Southern District of New  
York, Alexander Hamilton Custom House, Room 610, 6<sup>th</sup> Floor,  
One Bowling Green, New York, New York 10004-1408

The matters set for hearing are divided into the following categories for the purposes of this Proposed Agenda:

- A. Introduction
- B. Continued Or Adjourned Matters (7 Matters)
- C. Uncontested, Agreed, Or Settled Matters (2 Matter)
- D. Contested Matters (4 Matters)
- E. Adversary Proceeding (1 Matter)

**B. Continued Or Adjourned Matters\***

1. **"Thompson Hine LLP Interim Fee Applications"**– First Interim Application Of Thompson Hine LLP As Special Counsel For Debtors For Interim Court Approval, Allowance And Payment Of Compensation For Services Rendered And Expenses Advanced From October 8, 2005 Through January 31, 2006 (Docket No. 3467)

*Response Filed: None.*

*Reply Filed: None.*

*Related Filings: Fourth Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 4545)*

*Second Interim Application Of Thompson Hine LLP As Special Counsel For Debtors For Interim Court Approval, Allowance And Payment Of Compensation For Services Rendered And Expenses*

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\* Motions found at the following docket numbers that appeared on previous Proposed Hearing Agendas have been voluntarily withdrawn from the agenda and would need to be re-noticed under the Case Management Order to be reinstated on an agenda: Docket Nos. 213, 4778, 4912, 5153, 6273 and 6723 (KECP Emergence Incentive Program, Mercedes-Benz U.S. International, Inc.'s Motion to File Claims, Methode Electronics, Inc.'s Setoff Motion, and Computer Patent Annuities Limited's Motion To Assume Or Reject Executory Contract, Kyocera Industrial Ceramics Corporation Motion For Relief From Automatic Stay To Exercise Setoff And/Or Recoupment Rights, Motion Of Sumida America Inc. To Allow Setoff/Recoupment And For Relief From Automatic Stay). In addition, the following adversary proceedings have also been withdrawn from the agenda and would be subject to re-noticing to be reinstated on a hearing agenda: Delphi Medical Systems Colorado Corporation Adv. Pro. No. 06-01677, Docket No. 2 (Summons with Notice of Pre-Trial Conference) and NYCH LLC d/b/a RCS Computer Experience Adv. Pro. No. 06-01902, Docket No. 1 (Complaint To Recover Property Of The Estate), L&W Engineering Adv. Pro. No. 06- 01136, Docket No. 22 (Motion For Summary Judgment)

*Advanced From February 1, 2006 Through May 31, 2006 (Docket No. 4731)*

*Fifth Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 5310)*

*Report Of The Delphi Joint Fee Review Committee Regarding Applications For Award Of Compensation And Reimbursements Of Expenses For The Periods From October 8, 2005 Through January 31, 2006 And February 1 Through May 31, 2006 And Request That The Court Resolve Dispute With Respect To The Fee Committee (Docket No. 5559)*

*Supplemental Report Of The Delphi Joint Fee Review Committee Regarding Applications For Award Of Compensation And Reimbursement Of Expenses For The Periods From October 8, 2005 Through January 31, 2006 And February 1 Through May 31, 2006, And Request That The Court Resolve Dispute With Respect To The Fee Committee Statements (Docket No. 5887)*

*Third Interim Application Of Thompson Hine LLP As Special Counsel For Debtors For Interim Court Approval, Allowance And Payment Of Compensation For Services Rendered And Expenses Advanced From June 1, 2006 Through September 30, 2006 (Docket No. 5977)*

*Sixth Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 6145)*

*Status: By agreement of the parties this matter is being adjourned to the June 26, 2007 omnibus hearing.*

2. **"Creditors' Committee GM Claims And Defenses Motion"** – Motion For An Order Authorizing The Official Committee Of Unsecured Creditors To Prosecute The Debtors' Claims And Defenses Against General Motors Corporation And Certain Former Officers Of The Debtors (Docket No. 4718)

*Response Filed: Debtors' Preliminary Objection To Motion For Order Authorizing Official Committee Of Unsecured Creditors To Prosecute Debtors' Claims And Defenses Against General Motors Corporation And Certain Former Officers Of Debtors (Docket No. 4859)*

*Reply Filed: None.*

*Related Filings: Ex Parte Motion For An Order Authorizing The Official Committee Of Unsecured Creditors To File Under Seal Exhibits To The Committee's Motion For An Order Authorizing It To Prosecute The Debtors' Claims And Defenses Against General Motors Corporation And Certain Former Officers Of The Debtors (Docket No. 4689)*

*Affidavit In Support Of Ex Parte Motion For An Order Authorizing The Official Committee Of Unsecured Creditors To File Under Seal Exhibits To The Committee's Motion For An Order Authorizing It To Prosecute The Debtors' Claims And Defenses Against General Motors Corporation And Certain Former Officers Of The Debtors (Docket No. 4690)*

*Order Authorizing The Official Committee Of Unsecured Creditors To File Under Seal Exhibits To The Committee's Motion For An Order Authorizing It To Prosecute The Debtors' Claims And Defenses Against General Motors Corporation And Certain Former Officers Of The Debtors (Docket No. 4691)*

*Exhibits A & B To Motion For An Order Authorizing The Official Committee Of Unsecured Creditors To Prosecute The Debtors' Claims And Defenses Against General Motors Corporation And Certain Former Officers Of The Debtors (Docket No. 4738)*

*Stipulation And Agreed Order Amending Order Authorizing The Official Committee Of Unsecured Creditors To File Under Seal Exhibits To The Committee's Motion For An Order Authorizing It To Prosecute The Debtors' Claims And Defenses Against General Motors Corporation And Certain Former Officers Of The Debtors (Docket No. 4831)*



*So Ordered Stipulation And Agreed Order Amending Order Authorizing The Official Committee Of Unsecured Creditors To File Under Seal Exhibits To The Committee's Motion For An Order Authorizing It To Prosecute The Debtors' Claims And Defenses Against General Motors Corporation And Certain Former Officers Of The Debtors (Docket No. 4837)*

*Proposed Second Stipulation and Agreed Order Amending Order Authorizing the Official Committee of Unsecured Creditors to File Under Seal Exhibits to the Committee's Motion for an Order Authorizing it to Prosecute the Debtor's Claims and Defenses Against General Motors Corporation and Certain Former Officers of the Debtors (Docket No. 4902)*

*Second Stipulation And Agreed Order Amending Order Authorizing The Official Committee Of Unsecured Creditors To File Under Seal Exhibits To The Committee's Motion For An Order Authorizing It To Prosecute The Debtors' Claims And Defenses Against General Motors Corporation And Certain Former Officers Of The Debtors (Docket No. 4928)*

*Objection Of The Official Committee Of Equity Security Holders Of The Motion For Order Authorizing The Official Committee Of Unsecured Creditors To Prosecute The Debtors' Claims And Defenses Against General Motors Corporation And Certain Former Officers Of The Debtors (Docket No. 5070)*

*Status: This matter is being adjourned to the April 20, 2007 omnibus hearing.*

3. **"Ex Parte Motion To File Supplemental Objection Under Seal"**– Ex Parte Motion For Order Authorizing The Official Committee Of Equity Security Holders To File Under Seal A Supplemental Objection In Further Support Of The Equity Committee's Objection To The Motion For An Order Authorizing The Official Committee Of Unsecured Creditors To Prosecute The Debtors' Claims And Defenses Against General Motors Corporation And Certain Former Officers Of The Debtors (Docket No. 5229)

*Response Filed: Comment Of The Official Committee Of Unsecured Creditors To Ex Parte Motion For Order Authorizing The Official Committee Of Equity*

*Security Holders To File Under Seal A Supplemental Objection To Motion For Order Authorizing The Official Committee Of Unsecured Creditors To Prosecute The Debtors' Claims And Defenses Against General Motors Corporation And Certain Former Officers Of The Debtors (Docket No. 5230)*

*Reply Filed: None.*

*Related Filings: Motion For An Order Authorizing The Official Committee Of Unsecured Creditors To Prosecute The Debtors' Claims And Defenses Against General Motors Corporation And Certain Former Officers Of The Debtors (Docket No. 4718)*

*Objection Of The Official Committee Of Equity Security Holders To The Motion For An Order Authorizing The Official Committee Of Unsecured Creditors To Prosecute The Debtors' Claims And Defenses Against General Motors Corporation And Certain Former Officers Of The Debtors (Docket No. 5070)*

*Status: By agreement of the parties this matter is being adjourned to the April 20, 2007 omnibus hearing.*

4. **"Wachovia Bank's Relief From Stay"**– Wachovia Bank, National Association's Motion Pursuant To 11 U.S.C. §§ 362 For Relief From The Automatic Stay, If Applicable, To Proceed With Litigation Against Larry Graves, A Non-Debtor Delphi Employee, In The Circuit Court Of The Second Judicial District Of Hinds County, Mississippi (Docket No. 5951)

*Response Filed: None.*

*Reply Filed: None.*

*Related Filings: None.*

*Status: By agreement of the parties this matter is being adjourned to the April 20, 2007 omnibus hearing.*

5. **"Houlihan Lokey Interim Fee Application"** - First Interim Application Of Houlihan Lokey Howard & Zukin Capital For Allowance Of Compensation And Reimbursement Of Expenses (Docket No. 5987)

*Response Filed: None.*

*Reply Filed:* None.

*Related Filings:* *Fourth Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 4545)*

*Fifth Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 5310)*

*Report Of The Delphi Joint Fee Review Committee Regarding Applications For Award Of Compensation And Reimbursements Of Expenses For The Periods From October 8, 2005 Through January 31, 2006 And February 1 Through May 31, 2006 And Request That The Court Resolve Dispute With Respect To The Fee Committee (Docket No. 5559)*

*Supplemental Report Of The Delphi Joint Fee Review Committee Regarding Applications For Award Of Compensation And Reimbursement Of Expenses For The Periods From October 8, 2005 Through January 31, 2006 And February 1 Through May 31, 2006, And Request That The Court Resolve Dispute With Respect To The Fee Committee Statements (Docket No. 5887)*

*Sixth Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 6145)*

*Status:* *By agreement of the parties this matter is being adjourned to the June 26, 2007 omnibus hearing.*

6. **"DLA Piper Interim Fee Applications"**- DLA Piper US LLP, Corporate, Employment And Intellectual Property Counsel For Debtor MobileAria, Inc.'s First Interim Application For Allowance And Payment Of Compensation And Reimbursement Of Expenses For the Second Interim Fee Period From May 1, 2006 Through May 31, 2006 Under 11 U.S.C. §§ 330 And 331 (Docket No. 6030)

*Response Filed:* None.

*Reply Filed:* None.

*Related Filings:* *Fourth Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 4545)*

*Fifth Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 5310)*

*Report Of The Delphi Joint Fee Review Committee Regarding Applications For Award Of Compensation And Reimbursements Of Expenses For The Periods From October 8, 2005 Through January 31, 2006 And February 1 Through May 31, 2006 And Request That The Court Resolve Dispute With Respect To The Fee Committee (Docket No. 5559)*

*Supplemental Report Of The Delphi Joint Fee Review Committee Regarding Applications For Award Of Compensation And Reimbursement Of Expenses For The Periods From October 8, 2005 Through January 31, 2006 And February 1 Through May 31, 2006, And Request That The Court Resolve Dispute With Respect To The Fee Committee Statements (Docket No. 5887)*

*DLA Piper US LLP, Corporate, Employment, And Intellectual Property Counsel For Debtor MobileAria, Inc.'s Second Interim Application For Allowance And Payment Of Compensation And Reimbursement Of Expenses For The Third Interim Period From June 1, 2006 Through September 30, 2006 Under 11 U.S.C. §§ 330 And 331 (Docket No. 6031)*

*Sixth Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 6145)*

*Status:* *By agreement of the parties this matter is being adjourned to the June 26, 2007 omnibus hearing.*

7. **"ATEL Leasing Corporation"**– Motion Of ATEL Leasing Corporation (A) For Allowance And Payment Of Outstanding Post-Petition Amounts As An Administrative Expense Claim; (B) To Compel Assumption Or Rejection Of Unexpired Lease; And (C) For Immediate Turnover Of Equipment Upon Rejection (Docket No. 6990)

*Response Filed: None.*

*Reply Filed: None.*

*Related Filings: None.*

*Status: By agreement of the parties this matter is being adjourned to the April 20, 2007 omnibus hearing.*

**C. Uncontested, Agreed, Or Settled Matters**

8. **"Lease Transaction Motion"**–Motion For Order Under 11 U.S.C. §§ 363(b), 365(a), And 365(d) And Fed. R. Bankr. P. 6004 And 6006 Authorizing Debtors To (A) Enter Into And Assign Purchase Agreement, (B) Enter Into Lease Agreement , And (C) Reject Certain Unexpired Leases Of Non Residential Real Property (Docket No. 7111)

*Responses Filed: Objection Of Landlord, Milwaukee Investment Company, To Debtors' Motion To Reject Shelby Lease (Docket No. 7207)*

*Reply Filed: A reply will be filed.*

*Related Filings: None.*

*Status: The objection of Milwaukee Investment Company will be withdrawn at the hearing. A revised order will be submitted for consideration by the Court.*

9. **"Brake Hose Business Sale Motion"**– Motion For Orders Under 11 U.S.C. §§ 363 And 365 And Fed. R. Bankr. P. 2002. 6004, 6006, And 9014 (A) Approving (I) Bidding Procedures, (II) Certain Bid Protections, (III) Form And Manner Of Sale Notices, And (IV) Sale Hearing Date And (B) Authorizing And Approving (I) Sale Of Certain Of Debtors' Assets Comprising Assets Exclusively Used In Debtors' Brake Hose Business Free And Clear Or Liens, Claims, And Encumbrances, (I) Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases, And (III) Assumption Of Certain Liabilities (Docket No. 6742)

*Responses Filed: Maricopa County's Notice Of Perfected Lien; And Objection To The Debtor's Motion For Order Authorizing The Sale Of Certain Of The Debtor's Assets Free And Clear Of All Lien, Claims, Interests And Encumbrances (Docket No. 7016)*

*Withdrawal Of Maricopa County's Notice Of Perfected Lien; And Objection To The Debtor's Motion For Order Authorizing The Sale Of Certain Of Debtor's Assets Free And Clear Of All Lien, Claims, Interests And Encumbrances (Docket No. 7170)*

*Pima County's Objection To Motion For Orders Under 11 U.S.C. §§ 363 And 365 And Fed. R. Bankr. P. 2002, 6004, 6006 And 9014 (A) Approving (I) Bidding Procedures, (II) Certain Bid Protections, (III) Form And Manner Of Sale Notices, And (IV) Sale Hearing Date And (B) Authorizing And Approving (I) Sale Of Certain Sale Of Certain Of Debtors' Assets Comprising Assets Exclusively Used In Debtors' Brake Hose Business Free And Clear Or Liens, Claims, And Encumbrances, (I) Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases, And (III) Assumption Of Certain Liabilities (Docket No. 7197)*

*Pima County's Notice Of Withdrawal Of Objection (Docket No. 7249)*

*Reply Filed: None.*

*Related Filings: Order Under 11 U.S.C. § 105(a) And Fed. Bankr. P. 2002 And 9014 Approving (I) Bidding Procedures, (II) Certain Bid Protections, (III) Form And Manner Of Sale Notices, And (IV) Setting Of Sale Hearing In Connection With Sale Of Brake Hose Business (Docket No. 6988)*

*Notice Of Cure Amount With Respect To Executory Contract Or Unexpired Lease To Be Assumed And/Or Assigned With Respect To The Sale Of The Brake Hose Business (Docket No. 7029)*

*Notice Of Assumption And/Or Assignment Of Executory Contract Or Unexpired Lease To*

*Purchaser With Respect To Brake Hose Business  
(Docket No. 7030)*

*Notice Of Cure Amount With Respect To Additional  
Executory Contract Or Unexpired Lease To Be  
Assume And/Or Assigned With Respect To The Sale  
Of Brake Hose Business (Docket No. 7107)*

*Notice Of Assumption And/Or Assignment Of  
Additional Executory Contract Or Unexpired Lease  
To Purchaser With Respect To Brake Hose Business  
(Docket No. 7018)*

*Status: A revised order will be submitted for consideration  
by the Court.*

**D. Contested Matters**

10. **"Eighth Omnibus Claims Objection"**– Debtors' Eighth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr.P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Claims Duplicative Of Consolidated Trustee Claim, (C) Equity Claims, And (D) Protective Claims (Docket No. 6962)

*Responses Filed: Alliance Plastics Corporation's Response To  
Debtors' Eighth Omnibus Objection (Procedural)  
Pursuant To 11 U.S.C. § 502(b) & Federal Rules Of  
Bankruptcy Procedure 3007 To Certain (A)  
Duplicative And Amended Claims (Docket No. 7125)*

*Mr. and Mrs. Sweeton's Response To Debtors'  
Eighth Omnibus Objection To Claims (Docket No.  
7130)*

*Hyundai Motor America's Response To Ninth  
Omnibus Claims Objection (Docket No. 7214)†*

*Hyundai Motor Company's Response To Ninth  
Omnibus Claims Objection (Docket No. 7217)†*

*Response Of Contrarian Funds, LLC To Debtors'  
Eighth And Ninth Omnibus Claims Objection  
(Docket No. 7276)*

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† Although the Response references the Ninth Omnibus Claims Objection, Hyundai Motor America's claims were the subject of the Eighth Omnibus Claims Objection.

*Response Of Internet Corporation And SPCP Group LLC As Assignee Of Internet Corporation, To Debtors' Eighth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Claims Duplicative Of Consolidated Trustee Claims, (C) Equity Claims, And (D) Protective Claims (Docket No. 7280)*

*Reply Filed:* *An omnibus reply will be filed.*

*Related Filings:* *None.*

*Status:* *The hearing will proceed with respect to claims for which no responses have been filed. The hearing will be adjourned with respect to all other responses to future claims hearing dates upon service of applicable notices of adjournment in accordance with this Court's Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (I) Dates For Hearings Regarding Objections To Claims And (II) Certain Notices And Procedures Governing Objections To Claims, entered December 7, 2006 (Docket No. 6089).*

11. **"Ninth Omnibus Claims Objection"**– Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr.P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (Docket No. 6968)

*Responses Filed:* *Response Of Doosan Infracore America Corp. To Debtors' Ninth Omnibus Claims Objection (Docket No. 7000)*

*Sealy RG Valley Buildings, L.P.'s Response To The Debtors' Ninth Omnibus Claims Objection (Docket No. 7045)*

*Response Of Clark, Thomas & Winters, PC In Opposition To Debtors' Ninth Omnibus Claims Objection (Docket No. 7115)*

*Response To Ninth Omnibus Objection From The Growing Concern (Docket No. 7149)*



*Response To Ninth Omnibus Objection From Hollingsworth Sawmill, Inc. (Docket No. 7151)*

*Greer Stop Nut, Inc.'s Response To Debtors' Ninth Omnibus Claims Objection (Docket No. 7158)*

*Response Of Doshi Prettl International, LLC To Debtors' Ninth Omnibus Claims Objection (Docket No. 7188)*

*Behr Industries Corp.'s Response To Ninth Omnibus Claims Objection (Docket No. 7191)*

*Letter In Response To Ninth Omnibus Objection To Claims From PCB Piezotronics (Docket No. 7194)*

*Response Of Versatile Engineering, Inc. To The Ninth Omnibus Objection (Docket No. 7204)*

*TPO Displays USA, Inc.'s Response To The Debtors' Ninth Omnibus Claims Objection Dated February 15, 2007 (Docket No. 7212)*

*Response Of Thomas Engineering And Surveying Co. To The Ninth Omnibus Objection (Docket No. 7213)*

*CTP Carrera, Inc.'s Response To Debtors' Ninth Omnibus Claims Objection (Docket No. 7218)*

*Devco Corporation's Response To Debtors' Ninth Omnibus Claims Objection (Docket No. 7219)*

*Response Of Liquidity Solutions, Inc., As Assignee To Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(B) And Fed. R. Bankr.P. 3007 To Certain (A) Insufficiently Documented Claim , (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And (D) Claims Subjection To Modification (Docket No. 7220)*

*Response Of Zeller Electric To Ninth Omnibus Claims Objection (Docket No. 7223)*

*Response Of MarTek, Inc. To Ninth Omnibus Objection Order (Docket No. 7224)*

*Letter In Response To Ninth Omnibus Objection To Claims From Dobmeier Janitor Supply Inc. (Docket No. 7225)*

*Response Of PolyOne Corporation To Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subjection To Modification (Docket No. 7226)*

*Response Of Optical Cable Operation (OCC) To Notice Of Objection To Claim (Docket No. 7227)*

*Response Of KDS Controls To Ninth Omnibus Objection (Docket No. 7229)*

*SPCP Group LLC As Assignee Of Solution Recovery Services Inc.'s Response To Debtor In Possession's Objection To Claims Subjection To Modification (Docket No. 7230)*

*Response To 9<sup>th</sup> Omnibus Objection To Claims By Delphi Corporation et al; Sierra Liquidity Fund, LLC (Assignee); Abco Fire Protection, Inc. (Assignor), Claim No. 2647 (Docket No. 7231)*

*Response To 9<sup>th</sup> Omnibus Objection To Claims By Delphi Corporation et al; Sierra Liquidity Fund, LLC (Assignee); Alexandria Extrusion Co. (Assignor), Claim No. 1246 (Docket No. 7232)*

*Response To 9<sup>th</sup> Omnibus Objection To Claims By Delphi Corporation et al; Sierra Liquidity Fund, LLC (Assignee); Applied Tech Industries, Inc. (Assignee), Claim No. 2440 (Docket No. 7233)*

*Response Of Borg Indak To Ninth Omnibus Objection To Claims (Docket No. 7234)*

*Response To 9<sup>th</sup> Omnibus Objection To Claims By Delphi Corporation et al; Sierra Liquidity Fund, LLC (Assignee); Dexport Tool Mfg. (Assignor), Claim No. 2747 (Docket No. 7235)*

*Response To 9<sup>th</sup> Omnibus Objection To  
Claims By Delphi Corporation et al; Sierra Liquidity  
Fund, LLC (Assignee); El Paso Heater & Supply  
Company (Assignor), Claim No. 2641 (Docket No.  
7236)*

*Response To 9<sup>th</sup> Omnibus Objection To  
Claims By Delphi Corporation et al; Sierra Liquidity  
Fund, LLC (Assignee); FairRite Products  
Corporation (Assignor), Claim No. 14663 (Docket  
No. 7237)*

*Response To 9<sup>th</sup> Omnibus Objection To  
Claims By Delphi Corporation et al; Sierra Liquidity  
Fund, LLC (Assignee); HTT, Inc. (Assignor), Claim  
No. 15984 (Docket No. 7238)*

*Response To 9<sup>th</sup> Omnibus Objection To  
Claims By Delphi Corporation et al; Sierra Liquidity  
Fund, LLC (Assignee); Lakeshore Graphic, Ind.  
(Assignor), Claim No. 2589 (Docket No. 7239)*

*Response To 9<sup>th</sup> Omnibus Objection To  
Claims By Delphi Corporation et al; Sierra Liquidity  
Fund, LLC (Assignee); Mayville Engineering Co.,  
Inc. (Assignor), Claim No. 15983 (Docket No. 7240)*

*Itautec America, Inc.'s Response To The Debtors'  
Ninth Omnibus Claims Objection (Docket No. 7241)*

*Response To 9<sup>th</sup> Omnibus Objection To  
Claims By Delphi Corporation et al; Sierra Liquidity  
Fund, LLC (Assignee); Metric Equipment Sales Inc.  
(Assignor), Claim No. 15976 (Docket No. 7243)*

*Response To 9<sup>th</sup> Omnibus Objection To  
Claims By Delphi Corporation et al; Sierra Liquidity  
Fund, LLC (Assignee); Precision Wire Technologies  
(Assignor), Claim No. 2442 (Docket No. 7244)*

*Response To 9<sup>th</sup> Omnibus Objection To  
Claims By Delphi Corporation et al; Sierra Liquidity  
Fund, LLC (Assignee); PVI Industrial Washing  
(Assignor), Claim No. 14692 (Docket No. 7245)*

*Response To 9<sup>th</sup> Omnibus Objection To  
Claims By Delphi Corporation et al; Sierra Liquidity*

*Fund, LLC (Assignee); SkyWorld Interactive (Assignor), Claim No. 15978 (Docket No. 7246)*

*Response To Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documents Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Untimely Claims, And (d) Claims Subjection To Modification (Docket No. 7247)*

*Samtech Corporation's Response To Debtors' Request To Modify Claim No. 12221 Filed By Mtronics As Set Forth In Debtors' Ninth Omnibus Objection (Docket No. 7248)*

*Response Of Solvay Fluorides, LLC To Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subjection To Modification (Docket No. 7251)*

*Letter In Response To Ninth Omnibus Objection To Claims From Control And Power, Inc. (Docket No. 7261)*

*Response To Ninth Omnibus Objection For Claims Subjection To Modification From Stephenson & Lawyer, Inc. (Docket No. 7262)*

*Admiral Tool & Manufacturing Co. Of Illinois' Response To The Debtor's Ninth Omnibus Claims Objection (Docket No. 7263)*

*Reply Of Claimant Carolyn Needham To Debtors' Ninth Omnibus Claims Objection (Docket No. 7264)*

*Response Of Longacre Master Fund Ltd. To Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (Docket No. 7266)*

*American Recycling & Manufacturing Co.,  
Response To Eighth Omnibus Claims Objection  
(Docket No. 7267)\*\**

*Objection Of Magnesium Electron, Inc. To Debtors'  
Ninth Omnibus Objection To Claims (Docket No.  
7274)*

*Response Of Contrarian Funds, LLC To Debtors'  
Eighth And Ninth Omnibus Claims Objection  
(Docket No. 7276)*

*Georgia Department Of Revenue's Response To  
Debtors' Ninth Omnibus Objection (Substantive)  
Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr.  
P. 3007 To Certain (A) Insufficiently Documented  
Claims, (B) Claims Not Reflected On Debtors' Books  
And Records, (C) Untimely Claims, And (D) Claims  
Subject To Modification (Docket No. 7278)*

*Response Of TCS America, A Division Of Tata  
America International Corporation, To Debtors'  
Ninth Omnibus Claims Objection (Docket No. 7283)*

*SBC Global Services' Response To Debtors' Ninth  
Omnibus Claims Objections Pursuant To 11 U.S.C.  
§ 502(b) And Fed. R. Bankr. P. 3007 (Docket No.  
7284)*

*Response Of Public Utilities Commission Of Ohio  
To Debtors' Ninth Omnibus Objection (Docket No.  
7285)*

*BASF Corporation's Response To Debtors' Ninth  
Omnibus Objection (Substantive) (Docket No. 7286)*

*Response To Objection To Claim By Edwin B.  
Stimpson Co., Inc., (Docket No. 7287)*

*Response To Notice Of Objection To Claim By Root  
International (Docket No. 7292)*

***Response Of Creditor Michigan Heritage Bank To  
Ninth Omnibus Objection (Docket No. 7293) ‡***

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\*\* Although the Response references the Eighth Omnibus Claims Objection , American Recycling & Manufacturing Co.'s claims were the subject of the Ninth Omnibus Claims Objection.

*Response To Debtors' Ninth Omnibus Claims  
Objection (Docket No. 7294)*

*Letter From Leicester Die & Tool Inc.'s Objection  
To The Ninth Omnibus (Docket No. 7295)*

*Response To Notice Of Objection To Claim From  
Minco Tool & Mold (Docket No. 7296)*

*Letter From Kringeta Design & Drafting (Docket No.  
7297)*

*Rotaform, LLC's Response To The Debtors' Ninth  
Omnibus Claims Objection (Docket No. 7308)*

***Parlex Corporation's Response To The Debtors'  
Ninth Omnibus Claims Objection (Docket No.  
7317) ‡***

*Notice Of Objection To Ninth Omnibus Objection To  
Claims (Docket No. 7318)*

*Riverside Claims, LLC's Response To Debtors' Ninth  
Omnibus Objections (Docket No. 7319)*

*Notice Of Objection To Claim By Korten Quality  
Systems Ltd. (Docket No. 7320)*

*Klash Inc.'s Response To The Ninth Omnibus  
Objection (Docket No. 7321)*

*Hamlin Tool & Machine Co., Inc.'s Response To The  
Ninth Omnibus Claims Objection (Docket No. 7322)*

*Lift Medic LLC's Response To The Ninth Omnibus  
Claims Objection (Docket No. 7323)*

*Beacon Reel Co.'s Response To The Ninth Omnibus  
Claims Objection (Docket No. 7326)*

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‡ Responses listed in bold were filed after the March 15, 2007 4:00 p.m. (Prevailing Eastern Time) objection deadline.

*Response In Form Of A Letter From Carmen J.  
Mandato To The Ninth Omnibus Claims Objection  
(Docket No. 7329)*

*Response Of Gooding Company, Inc. To The Ninth  
Omnibus Claims Objection (Docket No. 7332)*

*Letter From SGS (Docket No. 7348)*

*Reply Filed: An omnibus reply will be filed.*

*Related Filings: None.*

*Status: The hearing will proceed with respect to claims for  
which no responses have been filed. The hearing  
will be adjourned with respect to all other responses  
to future claims hearing dates upon service of  
applicable notices of adjournment in accordance  
with this Court's Order Pursuant To 11 U.S.C.  
§ 502(b) And Fed. R. Bankr. P. 2002(m), 3007,  
7016, 7026, 9006, 9007, And 9014 Establishing (I)  
Dates For Hearings Regarding Objections To  
Claims And (II) Certain Notices And Procedures  
Governing Objections To Claims, entered December  
7, 2006 (Docket No. 6089).*

12. **"Lead Plaintiffs' Motion For Modification Of The Automatic Stay"**–  
Lead Plaintiffs' Supplemental Pleading In Further Support Of The Motion  
(Docket No. 1063) For A Limited Modification Of The Automatic Stay  
(Docket No. 7128)

*Response Filed: Debtors' Supplemental Objection To Lead Plaintiffs'  
Supplemental Pleading In Further Support Of  
Motion For Limited Modification Of Automatic Stay  
(Docket No. 7344)*

*Reply Filed: None.*

*Related Filings: Lead Plaintiffs' Motion For A Limited Modification  
Of The Automatic Stay (Docket No. 1063)*

*Debtors' Objection To Lead Plaintiffs' Motion for  
Limited Modification Of Automatic Stay (Docket No.  
1667)*

*Order Modifying Automatic Stay (Docket No. 1883)*

*Status: The hearing with respect to this matter will be proceeding.*

13. **"KECP Second Supplement"**- Second Supplement To KECP Motion (Docket No. 213) Seeking Authority To Continue AIP For First Half Of 2007 (Docket No. 7200)

*Responses Filed: Objections And Memorandum Of Law In Support Of Objections Of IBEW Local 663, IAM District 10 And IUOE Locals 18S And 832S To Second Supplement To KECP Motion Seeking Authority To Continue AIP For First Half Of 2007 (Docket No. 7324)*

*Objection Of UAW To Debtors' Second Supplement To KECP Motion [Docket No. 7200] Seeking Authority To Continue AIP For First Half Of 2007 (Docket No. 7325)*

*Objections Of USW To Debtors' Second Supplement To KECP Motion Seeking Authority To Continue AIP For First Half Of 2007 (Docket No. 7327)*

*Objection By IUE-CWA To Second Supplemental KECP Motion (Docket No. 7335)*

*Reply Filed: An omnibus reply will be filed.*

*Related Filings: Motion For Order Under 11 U.S.C. §§ 105 And 363 Authorizing The Debtors To Implement A Key Employee Compensation Program (Docket No. 213) ("KECP Motion")*

*Objection To KECP Motion By Wilmington Trust Company, As Indenture Trustee (Docket No. 1133)*

*Objection To KECP Motion By USW (Docket No. 1134)*

*Objection To KECP Motion By UAW (Docket No. 1135)*

*Objection To KECP Motion By Pension Benefit Guaranty Corporation (Docket No. 1141)*

*Objection To KECP Motion By IBEW and IAM (Docket No. 1156)*



*Limited Objection To KECP Motion By Prepetition Agent (Docket No. 1157)*

*Objection To KECP Motion By IUOE (Docket No. 1159)*

*Objection To KECP Motion By Securities Class Action Lead Plaintiffs (Docket No. 1161)*

*Objection To KECP Motion By IUE-CWA (Docket No. 1164)*

*Objection To KECP Motion By United States Trustee (Docket No. 1288)*

*Debtors' Omnibus Response To Objections To Their Motion For Order Under 11 U.S.C. §§ 105 And 363 Authorizing The Debtors To Implement A Key Employee Compensation Program (Docket No. 2210)*

*Order Under 11 U.S.C. §§ 105 And 363 Authorizing The Debtors To Implement A Short-Term Annual Incentive Program (Docket No. 2441)*

*Supplement To KECP Motion (Docket No. 213) Seeking Authority To: (A) Fix Second Half 2006 AIP Targets And Continue AIP Program And (B) Further Adjourn KECP Emergence Incentive Program Hearing (Docket No. 4419) ("Supplement")*

*Objection To Supplement By IUE-CWA (Docket No. 4524)*

*Objection To Supplement By USW (Docket No. 4526)*

*Response To Supplement By Securities Class Action Lead Plaintiffs (Docket No. 4528)*

*Objection To Supplement By IBEW, IAM, and IUOE (Docket Nos. 4529-4531)*

*Objection To Supplement By UAW (Docket No. 4556)*

*Debtors Omnibus Response To Objections To Supplement To KECP Motion (Docket No. 213)*

*Seeking Authority To: (A) Fix Second Half 2006 AIP Targets And Continue AIP Programs And (B) Further Adjourn KECP Emergence Incentive Program Hearing (Docket No. 4586)*

*Order Under 11 U.S.C. §§ 105 And 363 Authorizing The Debtors To: (A) Fix Second Half 2006 AIP Targets And Continue AIP Program And (B) Further Adjourn KECP Emergence Incentive Program Hearing (Docket No. 4660)*

*Status: The hearing with respect to this matter will be proceeding.*

**E. Adversary Proceeding**

14. **"National Union Fire Insurance Company Of Pittsburgh, PA, Declaratory Judgement"** – Complaint For Declaratory Judgment  
Adversary Proceeding No. 07-01435 (Docket No. 1)

*Response Filed:* None.

*Reply Filed:* None.

*Related Filings:* *Summons And Notice of Pretrial Conference In An  
Adversary Proceeding (Docket No. 2)*

*Stipulation Extending Time To Answer Or Move  
(Docket No. 4)*

*Status:* *By agreement of the parties this matter is being  
adjourned to the April 20, 2007 omnibus hearing.*

Dated: New York, New York  
March 21, 2007

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
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## **EXHIBIT F**

**Hearing Date: May 10, 2007**

**Hearing Time: 10:00 a.m. (Prevailing Eastern Time)**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**DEBTORS' STATEMENT OF DISPUTED ISSUES WITH RESPECT TO  
PROOF OF CLAIM NUMBER 14012 (HB PERFORMANCE SYSTEMS LLC)**

**("STATEMENT OF DISPUTED ISSUES – HB PERFORMANCE SYSTEMS")**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this Amended Statement Of Disputed Issues<sup>1</sup> (the "Amended Statement Of Disputed Issues") With Respect To Proof Of Claim Number 14012 (the "Proof Of Claim") filed by HB Performance Systems LLC ("HB Performance Systems," or the "Claimant") and respectfully represent as follows:

Background

1. The Claimant filed the Proof Of Claim on or about July 31, 2006. The Proof Of Claim asserts an unsecured non-priority claim of \$1,778,100.00 for "breach of contract." The Claimant attached as the basis of its Proof Of Claim the complaint from underlying litigation before the Circuit Court of Ozaukee County, Wisconsin (the "Underlying Complaint"). HB Performance Systems, Inc. v. Delphi Automotive Systems LLC, Cir. Ct. Ozaukee County, Wis., Case No. 05-CV-0419. In the Underlying Complaint, the Claimant alleged that Delphi Automotive Systems, LLC ("DAS LLC") breached its agreement (the "Agreement") to render services in relation to HB Performance Systems', f/k/a Hayes Brake, Inc.'s, manufacture of brake systems for Harley-Davidson, Inc. ("Harley-Davidson"). Underlying Complaint, ¶¶ 3, 18, 19, and 20. The state court litigation was stayed due to these chapter 11 cases.

2. The Debtors objected to the Claim pursuant to the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By

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<sup>1</sup> The Debtors file this Amended Statement of Disputed Issues by the request and with the consent of HB Performance Systems LLC.

Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

3. The Claimant filed a Response To Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5858) (the "Response") on November 22, 2006.

#### Disputed Issues

##### A. HB Performance Systems Breached The Agreement

4. Under the Agreement, HB Performance Systems was obligated to pay DAS LLC \$75,000 per month for the opportunity to use up to 10,000 hours per year of DAS LLC's engineering services. See Statement of Compensation, Exhibit III to the Agreement at ¶ 1. The monthly payments were a fixed charge and were not subject to reduction based upon the actual hours used by HB Performance Systems. Without first seeking to terminate or renegotiate the Agreement, HB Performance Systems breached the Agreement when it stopped delivering these monthly payments as of January 2005. On June 3, 2005, DAS LLC submitted a letter to the Claimant demanding the delinquent payments. See Exhibit 2 to Claimant's Response. On June 16, 2005, when HB Performance Systems still had not remedied the delinquency, DAS LLC notified HB Performance Systems that it was invoking its right to terminate the Agreement with two years notice, pursuant to Article IV Section 4.1 of the Agreement. See Exhibit 3 to

Claimant's Response. By failing to make the monthly payments called for in the Agreement, HB Performance Systems breached the Agreement.

B. DAS LLC Did Not Breach Its Agreement With HB Performance Systems

5. DAS LLC did not breach its agreement with HB Performance Systems.

DAS LLC made available engineering services to HB Performance Systems during the term of the Agreement. Contrary to HB Performance Systems' claim, HB Performance Systems is not entitled to a refund of the monthly fees on the basis that it did not use the full 10,000 hours of engineering services per year. The Agreement was designed as a "pull system," which allowed the Claimant to request the type and amount of service it required, up to 10,000 hours per year. Although there was a maximum number of hours imposed by Agreement, there was no minimum. DAS LLC was available to provide up to 10,000 hours per year and provided all services requested. Thus, DAS LLC fully performed under the Agreement.

6. HB Performance Systems also asserts that DAS LLC was in breach for failing to renegotiate the Agreement. Contrary to the Claimant's assertions, DAS LLC did not breach the agreement because the Claimant never requested to renegotiate the Agreement. DAS LLC and Claimant continued to operate under the initial agreement, under which DAS LLC continued to commit an average of 10,000 hours of service per year to HB Performance Systems.

7. The Claimant's third ground for relief alleges that DAS LLC violated the Agreement by communicating with Harley-Davidson. Contrary to the Claimant's assertion, DAS LLC did not violate the terms of the Agreement. DAS LLC was within its rights to respond to questions by Harley-Davidson regarding the status of the relationship between HB Performance Systems and DAS LLC. When asked at an unrelated meeting with Harley-Davidson about the relationship, DAS LLC explained that its relationship with the Claimant was in a wind-down



phase. DAS LLC's statement informing Harley-Davidson of the wind-down phase was not and could not under the Agreement have been an effective immediate termination of the Agreement, and the statement was not a breach of the Agreement.<sup>2</sup>

C. Not Only Should The Claim Be Disallowed And Expunged, But The Debtors Should Recover On A Claim For Damages Against The Claimant

8. Because DAS LLC complied with all terms and fully performed under the Agreement, the Claim should be disallowed and expunged. Moreover, the Debtors have a claim against the Claimant for breach of contract and should collect the unpaid fees due under the Agreement.

9. The Agreement provides that the Claimant is obligated to "pay [DAS LLC] \$75,000 on the 1<sup>st</sup> of every month . . ." and "the total payment to [DAS LLC] shall be a minimum of \$1.0 million per year . . ." See Statement of Compensation, Exhibit III to the Agreement at ¶ 1. As of January 2005, the Claimant was required to make – but did not make – the \$75,000 monthly payments required under the Agreement. Claimant therefore owes the Debtors \$75,000 for each month the Agreement remained valid beginning in January 2005. The Claimant did not terminate or otherwise seek to modify its obligations to make these payments, and therefore such obligations remain due and owing. On June 16, 2005, DAS LLC provided written notice of termination, pursuant to Section 4.1(d) of the Agreement that calls for a two year wind down period.

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<sup>2</sup> Although DAS LLC's communication with Harley-Davidson did not constitute immediate termination of the Agreement, DAS LLC would have been fully within its rights to immediately terminate the Agreement when HB Performance Systems breached the Agreement by failing to pay.

10. The Debtors are owed the \$412,500.00 due for the period of January 1, 2005 to June 16, 2005 (the termination date). In addition, the Debtors are entitled to the \$2 million due during the two-year wind down period during which the Agreement was in effect (June 17, 2005 to June 17, 2007). See Statement of Compensation, Exhibit III to the Agreement at ¶ 1 (providing for a \$1 million annual payment to Delphi).

11. The Claimant has not remedied this breach and therefore still owes the Debtors pursuant to the Agreement.

#### Reservation Of Rights

12. This Statement Of Disputed Issues is submitted by the Debtors pursuant to paragraph 9(d) of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order"). Consistent with the provisions of the Claims Objection Procedures Order, the Debtors' submission of this Statement Of Disputed Issues is without prejudice to (a) the Debtors' right to later identify and assert additional legal and factual bases for disallowance, expungement, reduction, or reclassification of the Claim and (b) the Debtors' right to later identify additional documentation supporting the disallowance, expungement, reduction, or reclassification of the Claim.

WHEREFORE the Debtors respectfully request that this Court enter an order (a) disallowing and expunging the Claims, and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
March 21, 2007

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

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# **EXHIBIT G**

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Admiral Tool & Mfg Co of Illinois	Meryl Morgan	ASM Capital	7600 Jericho Tpke Ste 302		Woodbury	NY	11797	
American Recycling & Mfg Co Inc	fka Unlimited Ventures Inc of North America	58 McKee Rd			Rochester	NY	14611	
Amroc Investments LLC	Attn David S Leinwand Esq	535 Madison Ave 15th Fl			New York	NY	10022	
Applied Tech Industries & Sierra Liquidity Fund	Sierra Liquidity Fund	2699 White Rd Ste 255			Irvine	CA	92614	
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Bernstein Litowitz Berger Grossman	Hannah E Greenwald	1285 Ave Of The Americas			New York	NY	10019	
Bernstein Litowitz Berger Grossman	John P Coffey	1285 Ave Of The Americas			New York	NY	10019	
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Carlo Technical Plastics	Accounts Payable	600 Depot St			Latrobe	PA	15650	
Carmen J Mandato		2645 East 112 St			Cleveland	OH	44104-2665	
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Contrarian Funds LLC	Attn Alpa Jimenez	411 W Putnam Ave Ste 225			Greenwich	CT	06830	
Contrarian Funds LLC as Assignee of AG Machining & Industries Inc	Attn Alpa Jimenez	Contrarian Funds LLC	411 W Putnam Ave Ste 225		Greenwich	CT	06830	
Contrarian Funds LLC as Assignee of ENA America Inc	Attn Alpa Jimenez	Contrarian Funds LLC	411 W Putnam Ave Ste 225		Greenwich	CT	06830	
Contrarian Funds LLC as assignee of ETCO	Attn Alpa Jimenez	411 W Putnam Ave Ste 225			Greenwich	CT	06830	
Contrarian Funds LLC as Assignee of Okmetic Inc	Attn Alpa Jimenez	Contrarian Funds LLC	411 W Putnam Ave Ste 225		Greenwich	CT	06830	
Contrarian Funds LLC as Assignee of Okmetic OYJ	Contrarian Funds LLC	Attn Alpa Jimenez	411 W Putnam Ave Ste 225		Greenwich	CT	06830	
Contrarian Funds LLC as Assignee of Omron Dualtec Automotive electronics Inc	Alpa Jimenez	Contrarian Funds LLC	411 W Putnam Ave Ste 225		Greenwich	CT	06830	
Contrarian Funds LLC as Assignee of Plastic Decorators Inc	Alpa Jimenez	Contrarian Funds LLC	411 W Putnam Ave Ste 225		Greenwich	CT	06830	
Contrarian Funds LLC as assignee of Regency McAllen	Attn Alpa Jimenez	411 W Putnam Ave Ste 225			Greenwich	CT	06830	
Contrarian Funds LLC as Assignee of Sidler GMBH & Co KG	Attn Alpa Jimenez	Contrarian Funds LLC	411 W Putnam Ave Ste 225		Greenwich	CT	06830	
Contrarian Funds LLC as Assignee of Triumph LLC	Contrarian Funds LLC	Attn Alpa Jimenez	411 W Putnam Ave Ste 225		Greenwich	CT	06830	
Contrarian Funds LLC as Assignee of Wacker Chemical Corporation	Contrarian Funds LLC	Attn Alpa Jimenez	411 W Putnam Ave Ste 225		Greenwich	CT	06830	
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Hollingsworth Lumber	Darin	6810 West 400 South			Russville	IN	46979	
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Kringeta Peter M		Kringeta Design Drafting	325 Airport Rd		Warren	OH	44481-3410	
KT Trust	KT Trust	One University Plz Ste 312			Hackensack	NJ	07601	
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Latham & Watkins Llp	Robert J Rosenberg Mark A Broude	885 Third Ave			New York	NY	10022	
Leicester Die & Tool Inc	Robert T Laprade President	1764 Main St	PO Box 156		Leicester	MA	01524	
Lerach Coughlin Stola Geller Rudman & Robbins	Samuel H Rudman Esq	200 Broadhollow Rd Ste 406			Melville	NY	11747	
Lerach Coughlin Stola Geller Rudman & Robins LLP	Travis E Downs Ili Esq	655 W Broadway Ste 1900			San Diego	CA	92101	
Lift Medic LLC	Lift Medic LLC	2010 Co Hwy 42			Oneonta	AL	35121	
Liquidity Solutions Inc	Dana P Kane Esq	One University Plz Ste 312			Hackensack	NJ	07601	
Liquidity Solutions Inc	Dbal Capital Markets	One University Plz Ste 312			Hackensack	NJ	07601	
Liquidity Solutions Inc	Dbal Revenue Management	One University Plaza Ste 312			Hackensack	NJ	07601	
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Lowenstein Sandler Pc	Ira M Levee	1251 Ave Of The Americas	18th Fl		New York	NY	10020	
Lowenstein Sandler Pc	Michael S Etikin	1251 Ave Of The Americas	18th Fl		New York	NY	10020	
Lowenstein Sandler Pc	Michael S Etikin Ira M Levee	65 Livingston Ave			Roseland	NJ	07068	
Lowenstein Sandler Pc	Michael S Etikin Ira M Levee	1251 Ave Of The Americas	18th Fl		New York	NY	10020	
Magnesium Elektron Inc	c o Jerrold S Kulback Esq, Stephen M Packman	Archer & Greiner PC	One Centennial Sq		Haddonfield	NJ	08033	
Martek	Ron Flanigan	112 S Rockford Dr Ste 103			Tempe	AZ	85281	
Meyer Suozzi English & Klein Pc	Hanan Kolko	1350 Broadway	Ste 501		New York	NY	10018	
Meyer Suozzi English & Klein Pc	Lowell Peterson Esq	1350 Broadway	Ste 501		New York	NY	10018	
Michigan Heritage Bank	Michigan Heritage Bank	283400 Orchard Lake Rd			Farmington Hills	MI	48334	
Michigan Heritage Bank	Robert B Goldi	Sotiroff & Abramczyk PC	30400 Telegraph Rd Ste 444		Bingham Farms	MI	48025	
Michigan Metrology	Donald K. Cohen, Managing Member	17199 N Laurel Pk Dr Ste 51			Livonia	MI	48152	
Michigan Metrology	Jay R. Cohen, Attorney	500 N. Rainbow Ste 300			Las Vegas	NV	89107	
Milberg Weiss Bershad & Schulman LLP	Steven G Schulman Esq	1 Pennsylvania Plaza	49th Fl		New York	NY	10119-0165	
Minco Tool & Mold	Minco Tool & Mold		10921 Murray Rd		Meadville	PA	16335	

COMPANY	CONTACT NAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP	COUNTRY
Minco Tool & Mold	Rick L Minman President	370 Linden St			Meadville	PA	16335	
Moraine Maintenance Co Inc	Wilma S Jackson Treas	2611 Nordic Rd			Dayton	OH	45414	
Moraine Maintenance Co, Inc	Wilma S Jackson, Treas	2611 Nordic Rd			Dayton	OH	45414	
Mtronics com Inc successor by merger to Multitronics Inc Duns No RD 183241454	Mtronics com Inc	325 Electronics Blvd Ste C			Huntsville	AL	35824	
Murray Frank & Sailer LLP	Christopher S Hinton Esq Eric J Belfi Esq Jacqueline Sailer Esq	275 Madison Ave Ste 801			New York	NY	10016	
Nix Patterson & Roach Lip	Bradley E Beckworth	205 Linda Dr			Daingerfield	TX	75638	
Nix Patterson & Roach Lip	Jeffrey J Angelovich	205 Linda Dr			Daingerfield	TX	75638	
Nix Patterson & Roach LLP	Jeffrey J Angelovich Bradley E Beckworth Susan Whatley	205 Linda Dr			Daingerfield	TX	75638	
Nix Patterson & Roach Lip	Susan Whatley	205 Linda Dr			Daingerfield	TX	75638	
O Melveny & Myers LLP	Robert M Stern Esq	1625 Eye St Nw			Washington	DC	20006	
Ohio Hoist & Puller Inc		Tuf Tug Products Div	3434 Enerete Ln		Dayton	OH	45439-198	
Ohio Public Utilities Commission	Victoria D Garry Asst Ohio Attorney Genera	441 Vine St 1600 Carew Tower			Cincinnati	OH	45202	
Optical Cable Corporation Inc	Optical Cable Corporation Inc	5290 Concourse Dr			Roanoke	VA	24019	
Parlex Corporation	Edward D Kutchin Esq	Kutchin & Rufo PC	155 Federal St 17th Fl		Boston	MA	02110	
Paul Weiss Rifkind Wharton & Garrison LLP	Kerry R Northup Esq	1285 Ave Of The Americas			New York	NY	10019-6064	
PCB Piezotronics	Brad S Karp Esq	1000 Cathedral Pl	298 Main St		Buffalo	NY	14202	
Pension Benefit Guaranty Corp	c o Damon & Morey LLP	1200 K St Nw	Ste 340		Washington	DC	20005	
Pension Benefit Guaranty Corp	Jeffrey Cohen	1200 K St Nw	Ste 340		Washington	DC	20005-4026	
Pillsbury Winthrop Shaw Pittman LLP	Ralph L Landy	650 Town Center Dr 7th Fl			Costa Mesa	CA	92626-7122	
Pillsbury Winthrop Shaw Pittman LLP	Mark D Houle	650 Town Center Dr 7th Fl			Costa Mesa	CA	92626-7122	
PolyOne Corporation	Mark D Houle	485 Madison Ave 20th Fl			New York	NY	10022	
Polyone Corporation EM Group	Constantine D Pourakis	33587 Walker Rd			Avon Lake	OH	44012	
Pomerantz Haudek Block Grossman & Gross LLP	Stanley M Grossman Esq	100 Pk Ave 26th Fl			New York	NY	10017	
Precision Wire Technologies Sierra Liquidity Fund	Precision Wire Technologies Sierra Liquidity Fund	2699 White Rd Ste 255			Irvine	CA	92614	
Previant Goldberg Uelman Gratz	Jill M Hartley Marianne G Robbins	1555 N Rivercenter Dr	Ste 202		Milwaukee	WI	53212	
Production Devices	Production Devices	53 Island View Rd			Hyannis	MA	02601	
Rawac Plating Company	c o Liquidity Solutions Inc dba Revenue Management	One University Plz Ste 312			Hackensack	NJ	07601	
Reed Smith LLP	Pia N Thompson	10 S Wacker Dr 40th Fl			Chicago	IL	60606	
Reed Smith LLP	Scott S McKessy	599 Lexington Ave			New York	NY	10022	
Revenue Management as Assignee of Advantech Plastics LLC	Revenue Management as Assignee of Advantech Plastics LLC	One University Plaza Ste 312			Hackensack	NJ	07601	
Revenue Management as Assignee of Cornerstone Design LTD	Revenue Management as Assignee of Cornerstone Design LTD	One University Plz Ste 312			Hackensack	NJ	07601	
Riverside Claims LLC as assignee for Faulkner Ind Maintenance	Riverside Claims LLC	PO Box 626 Planetarium Station			New York	NY	10024	
Riverside Claims LLC as Assignee for Lauren Manufacturing	Riverside Claims LLC	PO Box 626 Planetarium Station			New York	NY	10024	
Riverside Claims LLC as Assignee for SA Technologies Inc	Riverside Claims LLC	PO Box 626 Planetarium Station			New York	NY	10024	
Riverside Claims LLC as Assignee for Standard Scale & Supply Co	Riverside Claims LLC	PO Box 626 Planetarium Station			New York	NY	10024	
Riverside Claims LLC as Assignee for Vanex Fire Systems	Riverside Claims LLC	PO Box 626 Planetarium Station			New York	NY	10024	
Root International Inc dba Cases2Gc	Diane V Kuenzel Esq	Kuenzel & Lutes PA	4111 Land O Lakes Blvd Ste 302 D		Land O Lakes	FL	34639	
Root International Inc dba Cases2Gc		24650 State Rd 54			Lutz	FL	33559	
Rotaform LLC	c o Rebecca Simoni Esq	von Briesen & Roper	411 E Wisconsin Ave Ste 700		Milwaukee	WI	53202	
SBC Global Services	c o Michael C Moody	O Rourke Katten & Moody	161 N Clark St Ste 2230		Chicago	IL	60601	
Schatz & Noble Pc	Robert A Izard Esq	20 Church St 17th Fl			Hartford	CT	06103	
Schiffin & Barroway Lip	Michael Yarnoff	280 King Of Prussia Rd			Radnor	PA	19087	
Schiffin & Barroway Lip	Sean M Handler	280 King Of Prussia Rd			Radnor	PA	19087	
Schiffin Barroway Topaz & Kessler LLP	Richard S Schiffin Esq Michael Yarnoff Sean M Handler Benjamin J Hinerfeld	280 King Of Prussia Rd			Radnor	PA	19087	
Scott & Scott Llc	David R Scott Esq	108 Norwich Ave	PO Box 192		Colchester	CT	06415	
Sealy RG Valley Buildings L P	Andrea L Niedermeyer	Stutzman Bromberg Esserman & Plifka P C	2323 Bryan St Ste 2200		Dallas	TX	75201	
Sealy RG Valley Buildings L P	Douglas T. Tabachnik	37 Greenleaf Dr			Manalapan	NJ	07726-3705	
Senko Advanced Components, Inc.	Chizuko Silver, Controller	225 Cedar Hill Street			Marlboro	MA	01752	
Senko America Corp		Add Chg 6 03 Mh	3940 Olympic Blvd Ste 210		Erlanger	KY	41018	
Sgs North America Inc	Rajan Srinivasan, Operations Manager	12621 Featherwood Dr Ste 150			Houston	TX	77034	
Sierra Liquidity Fund		2699 White Rd Ste 255			Irvine	CA	92614	
Sierra Liquidity Fund Alexandria Extrusion Cc	Sierra Liquidity Fund LLC	2699 White Rd Ste 255			Irvine	CA	92614	
Sierra Liquidity Fund LLC Assignee Fair Rite Products Corporation Assignor		Sierra Liquidity Fund	2699 White Rd Ste 255		Irvine	CA	92614	
Sierra Liquidity Fund LLC Assignee HTT Inc Assignor	Sierra Liquidity Fund	2699 White Rd Ste 255			Irvine	CA	92614	
Sierra Liquidity Fund LLC Assignee Mayville Engineering Co Inc Assignor	Sierra Liquidity Fund	2699 White Rd Ste 255			Irvine	CA	92614	
Sierra Liquidity Fund LLC Assignee Metric Equipment Sales Inc Assignor		Sierra Liquidity Fund	2699 White Rd Ste 255		Irvine	CA	92614	
Sierra Liquidity Fund LLC Assignee PVI Industrial Washing Assignor	Sierra Liquidity Fund	2699 White Rd Ste 255			Irvine	CA	92614	

COMPANY	CONTACT NAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP	COUNTRY
Sierra Liquidity Fund LLC Assignee Skyworld Interactive Inc Assignor		Sierra Liquidity Fund	2699 White Rd Ste 255		Irvine	CA	92614	
Solvay Fluorides Lc		3333 Richmond Ave			Houston	TX	77098-3007	
SPCP Group LLC as agent for Silver Point Capital Fund LP and Silver Point Capital Offshore Fund LTD	Attn Brian A Jarman	Two Greenwich Plz 1st Fl			Greenwich	CT	06830	
SPCP Group LLC as assignee of Internet Corporation	Brian A Jarman	Silver Point Capital	Two Greenwich Plz 1st Fl		Greenwich	CT	06830	
SPCP Group LLC as assignee of Internet Corporation	Internet Corporation	Alan J Miller	700 Tower Dr 4th Fl		Troy	MI	48098-2808	
SPCP Group LLC as Assignee of Solution Recovery Services Inc	Attn Brian Jarman	Two Greenwich Plz 1st Fl			Greenwich	CT	06830	
SPCP Group LLC as Assignee of Solution Recovery Services Inc	Mark S Frankel Jerry M Ellis	c o Couzens Lansky Fealk et al	39395 W Twelve Mile Rd Ste 200		Farmington Hills	MI	48331	
Squitieri & Fearon LLP	Lee Squitieri Esq	32 E 57th St	12th Fl		New York	NY	10022	
Stephenson & Lawyer Inc	Kerry R Wieland Credit Manager	3831 Patterson Ave Se	PO Box 8834		Grand Rapids	MI	49518-8834	
Stimpson Edwin B Co Inc		Stimpson Co	900 Sylvan Ave		Bayport	NY	11705-1012	
The Growing Concern	Jennifer Jones	1918 Bassett Ave			El Paso	TX	79901	
The Thomas Engineering and Surveying Co	PO Box 28098				Columbus	OH	43228-0098	
TPO Displays USA Inc fka Mobile Display Systems	c o Robert N Michaelson Esq	Kirkpatrick & Lockhart Nicholson Graham LLP	599 Lexington Ave		New York	NY	10022	
Trade Debt Net	Trade Debt Net	PO Box 1487			West Babylon	NY	11704	
Twoson Tool Company		PO Box 591			Muncie	IN	47308	
Versatile Engineering	Adolf Weiss	1559 W 135th St			Gardena	CA	90249	
W W G Inc		5602 Elmwood Ave Ste 222			Indianapolis	IN	46203	
Wechsler Harwood LLP	Robert I Harwood Esq	488 Madison Ave Ste 801			New York	NY	10022-5726	
Wilhelm Kachele Gmbh		Posh 1121 73231 Weilheim/teck	Jahnstr 9 73235 Weilheim/teck					Germany
Wisconsin Electric Power Company	Attn Elaine Beronja	WE Energies	333 W Everett St Rm A130		Milwaukee	WI	53203	
Wolf Popper LLP	Carl L Stine Esq	845 Third Ave	12th Fl		New York	NY	10022-6601	
Wright Plastic Products Co LLC	Marvid Schneider	201 Condensery Rd			Sheridan	MI	48884	
Wright Plastic Products Co LLC	Marvid Schneider	201 Condensery Rd			Sheridan	MI	48884	
WWG Inc	Virgil C Warren Secretary/Treasurer	5602 Elmwood Ave Ste 222			Indianapolis	IN	46203	
Zeller Electric of Buffalo Inc	Attn John K McAndrew Esq	Woods Oviatt Gilman LLP	700 Crossroads Bldg	2 State St	Rochester	NY	14614	
Zimmerman Levi & Korsinsky LLP	Jean Marc Zimmerman Esq	226 St Paul St			Westfield	NJ	07090	



# **EXHIBIT H**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	PARTY / FUNCTION
Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	313-628-3648	313-628-3602	Michigan IRS
Internal Revenue Service	Attn: Insolvency Department, Maria Valerio	290 Broadway	5th Floor	New York	NY	10007	212-436-1038	212-436-1931	IRS
IUE-CWA	Conference Board Chairman	2360 W. Dorothy Lane	Suite 201	Dayton	OH	45439	937-294-7813	937-294-9164	Creditor Committee Member
Tyco Electronics Corporation	MaryAnn Brereton, Assistant General Counsel	60 Columbia Road		Morristown	NJ	7960	973-656-8365	973-656-8805	Creditor Committee Member

# **EXHIBIT I**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	<a href="mailto:donald.bernstein@dpw.com">donald.bernstein@dpw.com</a> <a href="mailto:brian.resnick@dpw.com">brian.resnick@dpw.com</a>	Counsel to Debtor's Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2491	<a href="mailto:sean.p.corcoran@delphi.com">sean.p.corcoran@delphi.com</a> <a href="mailto:karen.j.craft@delphi.com">karen.j.craft@delphi.com</a>	Debtors
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L. Rodburg Richard J. Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	<a href="mailto:rodbuje@ffhsj.com">rodbuje@ffhsj.com</a> <a href="mailto:sliviri@ffhsj.com">sliviri@ffhsj.com</a>	Counsel to Equity Security Holders Committee
JPMorgan Chase Bank, N.A.	Thomas F. Maher, Richard Duker, Gianni Russello	270 Park Avenue		New York	NY	10017	212-270-0426	212-270-0430	<a href="mailto:thomas.f.maher@chase.com">thomas.f.maher@chase.com</a> <a href="mailto:richard.duker@jpmorgan.com">richard.duker@jpmorgan.com</a> <a href="mailto:gianni.russello@jpmorgan.com">gianni.russello@jpmorgan.com</a>	Postpetition Administrative Agent Counsel to Official Committee of Unsecured Creditors
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	<a href="mailto:robert.rosenberg@lw.com">robert.rosenberg@lw.com</a>	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	<a href="mailto:kziman@stblaw.com">kziman@stblaw.com</a> <a href="mailto:rtrust@stblaw.com">rtrust@stblaw.com</a> <a href="mailto:wrussell@stblaw.com">wrussell@stblaw.com</a>	Counsel to the Debtor
Skadden, Arps, Slate, Meagher & Flom LLP	John Wm. Butler, John K. Lyons, Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606	312-407-0700	312-407-0411	<a href="mailto:jbutler@skadden.com">jbutler@skadden.com</a> <a href="mailto:jlvonsch@skadden.com">jlvonsch@skadden.com</a> <a href="mailto:rmeisler@skadden.com">rmeisler@skadden.com</a>	Counsel to the Debtor
Skadden, Arps, Slate, Meagher & Flom LLP	Kayalyn A. Marafioti, Thomas J. Matz	4 Times Square	P.O. Box 300	New York	NY	10036	212-735-3000	212-735-2000 212-668-2255 does not take service via fax	<a href="mailto:kmarafo@skadden.com">kmarafo@skadden.com</a> <a href="mailto:tmatz@skadden.com">tmatz@skadden.com</a>	Counsel to the Debtor
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500			Counsel to United States Trustee

Company	Contact	Address1	Address2	City	State	Zip
1401 Troy Associates Limited Partnership	Attn Douglas M Etkin	200 Franklin Center	29100 Northwestern Highway	Southfield	MI	48034
Coliers International	Attn H.L. Bing Heckman	450 W Santa Clara St		San Jose	CA	95113
Frank/Gecker LLP	Joseph D. Frank	325 N LaSalle St Ste 625		Chicago	IL	60601
Grubb & Ellis	Attn Geoff Hill & Chris Dowell	26555 Evergreen Rd Ste 500		Southfield	MI	48076
Honigman Miller Schwartz and Cohn LLP	2290 First National Bldg	660 Woodward Ave		Detroit	MI	48226
Jones Lang Lasalle	Attn Scott H Miller	200 E Randolph Dr		Chicago	IL	60601
LaSalle National Bank as Trustee under Trust Agmt dated Oct 1 1990	Attn Paul Gearan	c/o Nicolson Porter & List Inc	1300 W Higgins	Park Ridge	IL	60068
Liberty Property Limited Partnership		26911 Northwestern Highway Ste 205		Southfield	MI	48034
Milwaukee Investment Company	c/o Signature Associates	Attn Property Management	One Towne Sq Ste 1200	Southfield	MI	48075
Morgan Miller Blair	Christopher J Hunter	1331 N California Blvd Ste 200		Walnut Creek	CA	94596-4544
Osprey SA Ltd		305 E Main St		Brighton	MI	48116
Sheldon S. Toll PLLC	Sheldon S. Toll	2000 Town Center	Suite 2550	MI	48075	
The Metcalf Family Living Trust	Attn David Metcalf	2920 Rohrer Dr		Lafayette	CA	94549
Valeo Electrical Systems Inc	Attn Francoise Colpron	3000 University		Auburn Hills	MI	48326-2356
Wells Management Company		6200 The Corner Parkway Ste 250		Norcross	GA	30092

## **EXHIBIT J**

Hearing Date And Time: March 22, 2007 at 10:00 a.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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Chicago, Illinois 60606

(312) 407-0700

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John K. Lyons (JL 4951)

Albert L. Hogan III (AH 8807)

Ron E. Meisler (RM 3026)

- and -

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Kayalyn A. Marafioti (KM 9632)

Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,

Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305

International: (248) 813-2698

Delphi Legal Information Website:

<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re :  
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DELPHI CORPORATION, et al., :  
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Debtors. :  
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----- X

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

DEBTORS' (I) REPLY TO OBJECTION OF LANDLORD, MILWAUKEE INVESTMENT  
COMPANY, TO LEASE TRANSACTION MOTION AND (II) SUMMARY OF  
RESOLUTION THEREOF AND ACCOMPANYING MODIFICATIONS  
TO FORM OF ORDER AND RELIEF REQUESTED

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this reply (the "Reply") to the objection (the "Objection") of Milwaukee Investment Company ("Milwaukee Investment"), dated March 13, 2007 (Docket No. 7207), to the Motion For Order Under 11 U.S.C. §§ 363(b), 365(a), and 365(d) and Fed. R. Bankr. P. 6004 and 6006 Authorizing Debtors to (A) Enter Into Lease Transaction and (B) Reject Certain Unexpired Leases of Nonresidential Real Property (the "Motion"). The Debtors and Milwaukee Investment have resolved the Objection. This Reply summarizes this resolution and the resulting modification to the relief that the Debtors requested. The changes made to the proposed Order filed with the Motion (Docket No. 7111) are reflected in the marked proposed Order, a copy of which is attached hereto as Exhibit A.

1. The Debtors filed the Motion on March 2, 2007 seeking approval, in accordance with their transformation plan, to consolidate into one new location in Michigan (the "Property") the operations of certain existing office and technical facilities, now scattered throughout southeast Michigan and Illinois. As stated in the Motion, in addition to the significant economic advantages that this consolidation will generate, the creation of a single, state-of-the-art technical center located in close proximity to the Debtors' major customers will accelerate the development of new products and innovations, foster better communications among current and future employees, and properly project Delphi's image of technical and technological capability.

2. Only Milwaukee Investment, the lessor for the Debtors' facility located in Shelby Township, Michigan (the "Shelby Facility") objected to the Motion. Through the Motion, the Debtors sought authority to reject the lease for the Shelby Facility (the "Shelby



Lease"), effective as of September 30, 2007 (or August 31, 2007 upon ten days' notice). The Objection was parochial in nature, focusing only on the Shelby Lease and not the transaction as a whole. Specifically, Milwaukee Investment asserted that it did not receive notice of the Motion and that the decision to reject the Shelby Lease was not a sound exercise of business judgment. The Debtors disagree with both points,<sup>1</sup> but nonetheless worked diligently to resolve the Objection. As a result, the Debtors and Milwaukee Investment agreed that the Objection is to be withdrawn, as counsel for Milwaukee Investment will indicate on the record at the hearing on this matter, and the parties will enter into an amendment to the Shelby Lease (the "Amendment"), a copy of which is attached hereto as Exhibit B.<sup>2</sup> The Amendment provides that Delphi Automotive Systems LLC ("DAS LLC") will remain in possession of the Shelby Facility until at least December 31, 2007, and termination shall be subject to 30 days' notice. If the Debtors choose to so terminate the Shelby Lease, they will pay Milwaukee Investment a termination fee equal to six months' base rent.<sup>3</sup> The Amendment also affords DAS LLC expanded rights to assign the Shelby Lease to a third party.

3. The Debtors believe that this resolution is fair for both parties, and that utilizing additional time to vacate the Shelby Facility will afford DAS LLC more flexibility and ease the transition of equipment and personnel to the Property. Further, the amendment of the Shelby Lease has no negative impact on the Debtors' projected net savings, one-time capital

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<sup>1</sup> With respect to notice, the Debtors' records, as reflected in the affidavit of service filed with respect to the Motion (Docket No. 7140), show that the Motion was timely served upon Milwaukee Investment its counsel.

<sup>2</sup> The Debtors believe that entering into the Amendment is within the ordinary course of DAS LLC's business. The Debtors have approximately 80 leases and as part of the management of these leases enter into amendments frequently. Nevertheless, in an abundance of caution, the Debtors have been providing, and in this instance will provide, notice of the Amendment as a de minimis lease transaction in accordance with this Court's Order Under 11 U.S.C. §§ 363, 1107, and 1108 Approving Procedures to Enter Into or Renew Real Property Leases Without Further Court Approval, entered on January 6, 2006 (Docket No. 1777).

<sup>3</sup> If the Debtors terminate the Shelby Lease effective December 31, 2007, the amount of the termination fee would be \$190,738.14 (\$31,789.69 (base rent) times 6 months).

spending, or expenses with respect to the Lease Transaction. To the contrary, the termination fee is expected to be less than the damages calculated should the Shelby Lease have been rejected. The Debtors have accordingly modified the proposed Order to reflect that the Debtors do not seek to reject the Shelby Lease.

4. The Lease Transaction is in the best interests of the Debtors' estates and stakeholders. For the reasons set forth in this Reply and in the Motion, the Motion should be granted.

Conclusion

WHEREFORE, the Debtors respectfully request that the Court enter an order (a) authorizing, but not directing, Delphi to (i) enter into the agreements necessary to effectuate the Lease Transaction, including the Purchase Agreement, the Lease, the Assignment Agreement, the Sublease, and the Escrow Agreement and (ii) reject the Downers Grove Lease upon the effective date described in the Lease Transaction Motion and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
March 21, 2007

SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Albert L. Hogan III (AH 8807)  
Ron E. Meisler (RM 3026)  
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By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036  
(212) 735-3000

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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:  
In re : Chapter 11  
:  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
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ORDER UNDER 11 U.S.C. §§ 363(b), 365(a), AND 365(d) AND FED.  
R. BANKR. P. 6004 AND 6006 AUTHORIZING DEBTORS TO (A) ENTER  
INTO AND ASSIGN PURCHASE AGREEMENT (B) ENTER INTO LEASE  
AGREEMENT AND (C) REJECT CERTAIN UNEXPIRED LEASES OF  
NONRESIDENTIAL REAL PROPERTY

("LEASE TRANSACTION ORDER")

Upon the motion, dated March 2, 2007 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (each, a "Debtor"), for an order under 11 U.S.C. §§ 363(b), 365(a), and 365(d) and Fed. R. Bankr. P. 6004 and 6006 authorizing, but not directing, Delphi Automotive Systems LLC ("DAS LLC ") to (a) enter into an agreement for the purchase and sale of certain real property (the "Purchase Agreement"), (b) enter into certain other agreements which relate to the Purchase Agreement and the transactions contemplated by the Purchase Agreement (collectively, the "Lease Transaction"), including a lease agreement (the "Lease"), an agreement to assign the Purchase Agreement (the "Assignment Agreement"), a sublease agreement (the "Sublease"), and an escrow agreement (the "Escrow Agreement"), and (c) reject two leases of nonresidential real property; [and the Court having reviewed the Objection of Milwaukee Investment Company \(Docket No. 7207\), which was subsequently withdrawn \(Docket No.](#)

\_\_\_); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon, and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. DAS LLC is authorized, but not directed, to enter into and perform under all of the agreements necessary to effectuate the Lease Transaction, including the Purchase Agreement, the Lease, the Assignment Agreement, the Sublease, and the Escrow Agreement, copies of which are attached to the Motion as Exhibits A, B, C, D, and E, respectively.
3. The Debtors are authorized to reject the ~~Shelby Lease (as defined in the Motion) and the~~ Downers Grove Lease (as defined in the Motion). ~~The effective date for the rejection of the Shelby Lease shall be September 30, 2007 and the~~ effective date for the rejection of the Downers Grove Lease shall be November 30, 2007, provided, however, that the Debtors may reject the ~~Shelby Lease effective as of August 31, 2007 and the~~ Downers Grove Lease effective as of October 31, ~~2007, in either case~~2007 upon ten days' prior written notice to the ~~respective lessors~~lessor of ~~those~~ premises.
4. The rejection of the ~~Shelby Lease and the~~ Downers Grove Lease shall otherwise be governed by the Order Under 11 U.S.C. §§ 365(a) and 554 and Fed. R. Bankr. P. 6006 Approving Procedures For Rejecting Unexpired Real Property Leases and

Authorizing Debtors to Abandon Certain Furniture, Fixture, and Equipment (the "Lease Rejection Procedures Order"), entered January 6, 2006 (Docket No. 1776).

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

6. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York  
March \_\_, 2007

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UNITED STATES BANKRUPTCY JUDGE

Document comparison done by DeltaView on Tuesday, March 20, 2007 11:08:03 AM

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**SECOND LEASE AMENDMENT AGREEMENT**

**THIS SECOND LEASE AMENDMENT AGREEMENT** (this "Agreement") is made and entered into this 20<sup>th</sup> day of March, 2007, between MILWAUKEE INVESTMENT COMPANY, successor in interest to SHELBY INDUSTRIAL INVESTORS, L.L.C. ("Landlord"), and DELPHI AUTOMOTIVE SYSTEMS LLC, a Delaware limited liability company, with its principal address at 5725 Delphi Drive, Troy, Michigan 48098 ("Tenant"), based upon the following:

A. Landlord and Tenant entered into a Lease dated May 9, 2000 (the "Lease"), as amended May 3, 2004, with respect to premises located at 51786 Shelby Parkway, in the Township of Shelby, State of Michigan (the "Premises").

B. Landlord, being the legal owner and holder of the Landlord's interest in and to the Lease at the date hereof, and Tenant, are willing to amend the obligations under the Lease as enumerated hereinafter.

C. On October 8, 2005 Delphi Corporation ("Delphi") and certain of its U.S. affiliates, including Tenant, filed voluntary petitions for reorganization under chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Court"), and on October 14, 2005, three additional U.S. subsidiaries of Delphi filed voluntary petitions (the "Bankruptcy Cases") for reorganization under the Bankruptcy Code (collectively, the "Debtors"). The Debtors continue to operate their business as "debtors-in-possession" under the jurisdiction of the Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Court.

D. The parties are presently desirous of amending the Lease in the manner hereinafter set forth.:

**NOW, THEREFORE**, in consideration of the mutual covenants and agreements set forth in this Agreement, and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, Landlord and Tenant agree as follows:

1. **Defined Terms.** Terms used with initial capital letters and not otherwise defined in this Agreement have the meaning ascribed to them in the Lease.



2. Termination of the Lease. Notwithstanding anything contained in the Lease to the contrary, subject to the terms set forth below, Landlord agrees that as of the date of this Second Lease Amendment Tenant has the right to terminate this Lease at any time beginning on December 31, 2007. To exercise this termination right Tenant must give to Landlord at least one (1) month of prior written notice; i.e., to terminate effective December 31, 2007, Tenant must notify Landlord no later than November 30, 2007. If Tenant elects to terminate the Lease, Tenant shall pay to Landlord, a termination fee (the "Termination Fee") equal to 6 months Base Rent (for instance, effective December 31, 2007, the fee would be as follows: \$31,789.69 X 6 months = \$190,738.14). Upon (a) payment of the Termination Fee and (b) the performance of all of Tenant's obligations under the Lease (with the exception of any restoration obligations relating to alterations to the Premises pursuant to the Lease), accruing and arising prior to the effective date of termination, each party shall be relieved of any further obligations under the Lease.

3. Rejection Claim Waiver. Should Tenant elect to terminate the Lease in accordance with this Second Lease Amendment during the pendency of the Bankruptcy Cases, Landlord agrees to waive any right to a claim for such termination provided the Termination Fee is paid by Tenant. Provided, however, that Tenant agrees not to reject the Lease under section 365 of the Bankruptcy Code prior to December 31, 2007.

4. No Assumption of Lease. Landlord agrees and acknowledges that this Second Lease Amendment is not intended, nor shall it be construed, as an assumption of the Lease, it being the intention of the parties that this Second Lease Amendment merely modifies the Lease, and does not create a new post-petition contract.

5. Bankruptcy Court Approval. Tenant agrees that it will provide all notices required by the Lease Procedures Order (the "Order"), entered by the United States Bankruptcy Court for the Southern District of New York, dated January 6, 2006.

6. Assignment. Tenant shall have the right to assign the Lease to any entity in which Tenant shall have an interest. In addition, and notwithstanding anything in the Lease to the contrary, Landlord shall not unreasonably withhold or delay its consent to an assignment of the Lease to an entity or consortium that is related to the automotive industry even if interests in such entity or consortium are held by governmental or quasi-

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MILWAUKEE INVESTMENT

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governmental entities. In the event of such assignment, Tenant shall be released from liability under the Lease in whole or in part.

7. Rectification and Confirmation. To the extent of any inconsistency between the terms and provisions of this Second Lease Amendment and the Lease, the terms and provisions of this Second Lease Amendment shall control. Except as amended by this Second Lease Amendment, all of the terms, covenants and conditions of the Lease are in full force and effect and the Lease is hereby ratified and confirmed.

IN WITNESS WHEREOF, Landlord and Tenant are entering into this Lease Termination and Amendment Agreement as of the day and year first above written.

In the presence of:

MILWAUKEE INVESTMENT COMPANY

Terry Carlson  
Terry Carlson  
Ellen Schofield  
Ellen Schofield

By:

Georgia Turner  
Georgia Turner

Its:

Secretary

In the presence of:

DELPHI AUTOMOTIVE SYSTEMS LLC,  
a Delaware limited liability company

[Signature]  
Jane L. Lerner

By:

Delphi Corporation,  
a Delaware corporation

Its:

Managing Member

By:

[Signature]  
Milton R. Schiller

Its:

Authorized Signatory

# **EXHIBIT K**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP
HB Performance Systems, Inc.	Patrick B. Howell	Whyte, Hirschboeck Dudek s.c.	555 East Wells Street	Suite 1900	Milwaukee	WI	53202